

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

September 19, 1995

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1995 3 ... PM

Ms. Mildred Lee Recordations Unit Interstate Commerce Commission 12th and Constitution Avenue, N.W. Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of August 15, 1995 between the following parties:

Lessor:

Helm Financial Corporation

One Embarcadero Center, Suite 3500

San Francisco, CA 94111

Lessee:

Rio Bravo Poso

2010 Main Street, Suite 470 Irvine, CA 92714-7240

The equipment involved in this transaction is as follows:

Equipment:

Ninety (90) open top hopper railcars (See Schedule A attached

for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

Nathalie Hern

Administrative Assistant

/nh

Enclosures (2)

1995 3 1 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") is intended to evidence the Lease of Railroad Equipment, dated as of March 1, 1995 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Rio Bravo Poso, a California general partnership, Rio Bravo Jasmin, a California general partnership and Mt. Poso Cogeneration Company, a California limited partnership (collectively, the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the ninety (90) open top hopper railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:	LESSEE:
HELM FINANCIAL CORPORATION	MT. POSO COGENERATION COMPANY
My Cale Chica	By: Att weeker
Title: Project	Title: 6 M.
Date: Ouchot 31, 1995	Date: Aug 29, 1995
	RIO BRAVO JASMIN, a California General Partnership
	By: CD Jasmin I, Inc., General Partner By:
	Title:
	Data: 2/12/65

By: CD Jasmin II, Inc., General Partner
By: Mes The for the .
Title:
Date: 7/12/95
By: CD Jasmin III, Inc., General Partner
By: Chrly M /m han
Title:
Date: 7/12/45
, ,
By: Ultrabravo Oil Development Company, General Partner
By:
Title:
Date:
By: Ultrapower Jasmin Limited Partnership, General Partner
By: Ultrapower 9, Incorporated, General Partner
Ву:
Title:
Date:

By: CD Partne	Jasmin II r	I, Inc.,	General
Ву:			
Title:			
Date:_			
By: CD Partne	Jasmin II r	I, Inc.,	General
Ву:			
Title:			
Date:_			
	Sesu July 3		
By: Ul Genera	Itrapower ership, Getrapower al Partner	eneral P	artner
Title	Tresider	77	
Date:_	July	<u> 25. 1995</u>	<u> </u>

RIO BRAVO POSO, a California Partnership
By: CD Poso I, Inc., General Partner
By: (Inles The first ham.
Title:
Date: 7/12/95
,
By: CD Poso II, Inc., General Partner
By: May the first
Title:
Date: 7/12/95
, ,
By: CD Poso III, Inc., General Partner
By: Unles Hoston.
Title:
Date: 7/12/95
<i>,,</i>
By: Ultrabravo Oil Development Company, General Partner
Ву:
Title:
Date:

By: CD Partner		Inc.,	General	
Ву:				
Title:_				
Date:				
By: CD Partner		, Inc.	, Genera	.1
Ву:				
Title:_				
Date:				
Partner	•		c., Gener	
Title:_				
Date:				
	rabravo , Gener		Developme tner	n
				en

By: Ultrapower Poso Limited Partnership, General Partner

By: Ultrapower 8, Incorporated, General Partner

av. ///

Title: / Kresident

Date: July 25, 1995

SCHEDULE A

To the Memorandum of

Lease of Railroad Equipment Dated as of March 1, 1995

Equipment Description:

Ninety (90), one hundred (100) ton, 3600 cubic foot, four (4) pocket, open top hopper railcars equipped with 45 degree slope sheets.

Unit Numbers:

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HLMX 40001, 40008, 40016, 40018, 40038, 40040, 40055, 40057, 40060, 40069, 40076, 40077, 40079, 40081, 40083, 40095, 40097, 40098, 40099, 40100, 40101, 40102, 40103, 40104, 40105, 40106, 40107, 40108, 40109, 40110, 40111, 40112, 40113, 40114, 40115, 40116, 40117, 40118, 40119, 40121, 40122, 40123, 40126, 40128, 40148, 40153, 40154, 40156, 40182, 40186, 40190, 40193, 40194, 40212, 40236, 40249, 40254, 40255, 40256, 40258, 40275, 40279, 40296, 40299, 40318, 40324, 40341, 40343, 40344, 40347, 40349, 40355, 40363, 40366, 40369, 40371, 40375, 40382, 40387, 40390, 40392, 40393, 40396, 40399, 40407, 40412, 40416, 40418, 40424, 40431
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STATE OF CALIFORNIA)
) § COUNTY OF SAN FRANCISCO)
On
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proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Witness my hand and official seal.
Noel C. Bilodeau Comm. #980843 NOTATIVE FLOUR - CALIFORNIAN SANTA DANBARA COUNTY Comm. Expires Dec. 13, 1996 SIGNATURE OF THE NOTARY
STATE OF CALIFORNIA) S COUNTY OF Kern On August 25, 1995, before me, Fric Blanders Notary personally appeared Michigal L. Hawking, G. M. of MT. POSO COGENERATION COMPANY,
personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Witness my hand and official seal.

SIGNATURE OF THE NOTARY

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COMM #955477
NOTARY PUBLIC CALIFORNIA
KERN COUNTY
My Comm. Expires Feb. 9, 1996

Maryland) STATE OF CALIFORNIA)
COUNTY OF Baltimore)
On July 12, 1995, before me, Melissa a Mill personally appeared Charles M. Linthesum, Vice President of CD JASMIN I, INC., General Partner of RIO BRAVO JASMIN, a California General Partnership,
$\underline{\chi}$ personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Witness my hand and official seal.
Maryland STATE OF CALIFORNIA SCOUNTY OF Baltimore MICCOCK A HE NOTARY NOTARY NOTARY NOTARY SIGNATURE OF THE NOTARPUBLIC SIGNATURE OF THE NOTARPUBLIC STATE OF CALIFORNIA SCOUNTY OF Baltimore)
On July 12, 1995, before me, Melissa a. Hill personally appeared Charles W. Linthium, Viel Prisident of CD
personally Appeared Charles W. Linthium, Viel President of CD JASMIN II, INC., General Partner of RIO BRAVO JASMIN, a California General Partnership,
X personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Witness my hand and official seal.

SIGNATURE OF THE VOTARYSUO

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maryland
STATE OF CALIFORNIA) S
COUNTY OF Baltimore)
On July 12, 1995, before me, Melissa G. Hill personally appeared Churlis H. Linthisum, Vice President of CD JASMIN III, INC., General Partner of RIO BRAVO JASMIN, a California General Partnership,
_X personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Witness my hand and official seal.
SIGNATURE OF THE TOTANOTARY OTHER CONTRACTOR OF THE TOTANOTARY C
STATE OF)
STATE OF
On this day of, 1995, before me personally appeared, to me personally known, who, being by me duly sworn, says that he is of Ultrabravo Oil Development Company, General Partner, of RIO BRAVO JASMIN, a California General Partnership, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general corporation.
Notary Public
My Commission Expires:
[Notarial Seal]

STATE OF CALIFORNIA	
COUNTY OF	S
On personally appeared	_, 1995, before me, of CD Partner of RIO BRAVO JASMIN, a California
General Partnership,	raither of kio brave dasmin, a california
personally known to m	ne -OR-
person(s) whose name instrument and acknow same in his/her/thei his/her/their signatu	basis of satisfactory evidence to be the me(s) is/are subscribed to the within eledged to me that he/she/they executed the rauthorized capacity(ies), and that by are(s) on the instrument the person(s), or lf of which the person(s) acted, executed
Witnes	ss my hand and official seal.
STATE OF Colorado	SIGNATURE OF THE NOTARY
of Ultrabravo Oil Develors BRAVO JASMIN, a Calif instrument was signed and he acknowledged that the the free act and deed of	July , 1995, before me personally tatte , to me personally known, who, says that he is
My Commission Expires:	June 22, 1997
[Notarial Seal]	

STATE OF
On this
My Commission Expires: <u>June 22, 1997</u> [Notarial Seal]
STATE OF CALIFORNIA) OUNTY OF)
On, 1995, before me,
personally appeared of CD Poso I, Inc., General Partner of RIO BRAVO POSO, a California Partnership,
personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Witness my hand and official seal.
"remeas my hand and Official Seal.
SIGNATURE OF THE NOTARY

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STATE OF)
) § COUNTY OF)
,
On this
Notary Public
My Commission Expires:
[Notarial Seal]
Maryland STATE OF CALIFORNIA) COUNTY OF Baltimore)
On July 12, 1995, before me, Melissa H. Ifill personally appeared Charles N. Linthicum, Vice President of CD Poso I, Inc., General Partner of RIO BRAVO POSO, a California Partnership,
X personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARYPUBLIC

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Maryland) STATE OF CALIFORNIA)
COUNTY OF Baltimore)
On July 12 , 1995, before me, Melissa a Juliperson of the person of the
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Witness my hand and official seal.
SIGNATURE OF THE NOTARY SIGNATURE OF THE NOTARY WARYLAND STATE OF CALIFORNIA S S
COUNTY OF Baltimore) §
On <u>July 12</u> , 1995, before me, <u>Melissa A. Hell</u> personally appeared <u>Churles H. Linthium</u> , <u>Vice Pusident</u> of CD Poso III, Inc., General Partner of RIO BRAVO POSO, a California Partnership,
personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY!

STATE OF Colorado)
COUNTY OF
On this
Notary Public
My Commission Expires: June 22, 1997
[Notarial Seal]
STATE OF Colorado) COUNTY OF Denver)
On this 15 day of July , 1995, before me personally appeared Michael J. Ruffatto , to me personally known, who, being by me duly sworn, says that he is rescent of Ultrapower 8, Incorporated, General Partner of Ultrapower Poso Limited Partnership, a General Partner of RIO BRAVO POSO, a California Partnership, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
Notary Public
My Commission Expires: June 22, 1997
[Notarial Seal]